FORM D

ODG Mail Processing Section . MAY 05 VIIII.

Washington, DC

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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OMP APPR	OVAI.

OMB NUMBER: 3235-0076 April 30, 2008 Expires: Estimated average burden hours per response.....16.00

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	SEC USE (ONLY	
Prefix		Serial	
	DATE REC	EIVED	_

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Name of Offering (check if this is an amend	ment and name has changed, and indicate change	: .)	
Convertible Promissory Notes and Warrant			
Filing Under (Check box(es) that apply):	□ Rule 504 □ Rule 505 ■ Rule 506	☐ Section 4(6) ☐ ULOE	
Type of Filing: ■ New Filing	t		
	A. BASIC IDENTIFICATI	ON DATA	-
1. Enter the information requested about the is	suer		
Name of Issuer (check if this is an amendme	nt and name has changed, and indicate change.)		08049375
Ivrea Pharmaceuticals, Inc.			10010
Address of Executive Offices (Number and	nd Street, City, State, Zip Code)	Telephone Numb	er (Including Area Code)
216 Ricciuti Drive, Quincy, MA 02169		617-376-2491	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Cod	e) Telephone Numb	er (Including Area Code)
Brief Description of Business:			
Specialty pharmaceuticals company			PROCESSED
Type of Business Organization			I WOOLOGED
■ corporation	 limited partnership, already formed 	☐ other (please sp	pecify):
□ business trust	☐ limited partnership, to be formed	· .	MAY 072008 E
	Month Year		TIOMAN
Actual or Estimated Date of Incorporation or C	rganization 01 05 Finter two-letter U.S. Postal Service abbreviation	Actual Estimated for State:	THOMSON REUTERS

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

CN for Canada, FN for other foreign jurisdiction)

DE

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENT	IFICATION DATA			
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 						
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	D 110motes	= Deliciteiai Owner	E Excellive Officer	Director	C Ochera and of Managing Lattice	
((
Lynch, Daniel S.	01 1		· ·			
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)			
c/o Ivrea Pharmaceuticals, Inc., 216 Ric	ciuti Drive, Qu	incy, MA 02169				
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)		•				
Cattaneo, Maurizio						
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)	······		
			•			
c/o Ivrea Pharmaceuticals, Inc., 216 Ric Check Box(es) that Apply:			- F O.M.	- D'		
Full Name (Last name first, if individual)	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Ton Name (Last name trist, it individual)						
SoleRx LLC						
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)			
c/o Ivrea Pharmaceuticals, Inc., 216 Ric	ciuti Drive, Ou	incy, MA 02169				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)			··-			
Bowest Poten						
Barrett, Peter Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)			
	(************************	, 4, 4,	,			
c/o Atlas Venture Fund VI, L.P., 890 W				<u>.</u>		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Orlow, Seth						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		· · · · · · · · · · · · · · · · · · ·	
c/o Ivrea Pharmaceuticals, Inc., 216 Ric	ciuti Drive. Ou	incv. MA 02169				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)					Constant date of (statinging 1 arriter	
Garcia, Francisco Business or Residence Address	(Number and S	Street, City, State, Zip Co	da)			
Dustices of Residence Address	(Number and 2	street, erry, state, zip eo	uc)			
c/o Easton Hunt Capital Partners, L.P.,	767 Third Ave	nue, 7th Floor, New Yorl	ς NY 10017			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Howe, Timothy F.						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		" 	
olo CUI Medical Partners II I P. 1055	: Washington B	and Stomford CT 0600	11			
c/o CHL Medical Partners II, L.P., 1055 Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	General and/or Managing Partner	
Full Name (Last name first, if individual)	Li Homoter	D Beneficial Owner	B Executive Officer	Director	Li Octicial alithor Managing Partner	
,,						
Booth, Bruce	<u> </u>					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
c/o Atlas Venture Fund VI, L.P., 890 W	inter Street, Su	ite 320, Waltham, MA	02451			
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Easton Hunt Capital Partners, L.P.		•				
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
	`	, ,,,	•			
767 Third Avenue, 7th Floor, New York,	NY 10017			·		

2. Enter the information requested for the following:							
	• Each promoter of the issuer, if the issuer has been organized within the past five years;						
	 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and 						
	Each general and managing partner of partnership issuers.						
Check Box(es) that Apply: □ Promoter ■ Beneficial Owner □ Executive Officer □ Director □ General and/or Managing Partner							
Full Name (Last name first, if individual)							
Ada Vara B 1971 B							
Atlas Venture Fund VI, L.P. Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)	··· ·			
		,,,	,				
890 Winter Street, Suite 320, Waltham, Check Box(es) that Apply:	D Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)	D I Tolliotei	- Delicitatiowilet	CI EXECUTIVE OTHER	- Diatoi	D General and or tyranaging Farther		
, (,,,,,							
CHL Medical Partners II, L.P.	A1 1 1/		1.				
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)				
1055 Washington Blvd., Stamford, CT	06901						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)		····					
Neafus, David							
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)				
ala lawa Pharmanaticale Inc. 216 Pic	oliusi Dolius Ou	! M 4 02160					
c/o Ivrea Pharmaceuticals, Inc., 216 Ric Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)	- Fromoter	D Delicticiat Owlici	Executive Officer	O Director	Octieral alluto i Managilig Faither		
, a.,							
Hensby, Christopher							
Business or Residence Address (Number and Street, City, State, Zip Code)							
	•	street, Oity, State, zip Co	uc)				
c/o Ivrea Pharmaceuticals, Inc., 216 Ric							
Check Box(es) that Apply:			☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
	ciuti Drive, Qu	incy, MA 02169		Director	☐ General and/or Managing Partner		
Check Box(es) that Apply: Full Name (Last name first, if individual)	ciuti Drive, Qu	incy, MA 02169		□ Director	☐ General and/or Managing Partner		
Check Box(es) that Apply:	ciuti Drive, Qu	incy, MA 02169	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Check Box(es) that Apply: Full Name (Last name first, if individual) Kobos, Michael Business or Residence Address	Promoter (Number and S	incy, MA 02169 ■ Beneficial Owner Street, City, State, Zip Co	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Check Box(es) that Apply: Full Name (Last name first, if individual) Kobos, Michael Business or Residence Address c/o Ivrea Pharmaceuticals, Inc., 216 Ric	Ciuti Drive, Qu Promoter (Number and Seciuti Drive, Qu	incy, MA 02169 Beneficial Owner Street, City, State, Zip Co	□ Executive Officer				
Check Box(es) that Apply: Full Name (Last name first, if individual) Kobos, Michael Business or Residence Address c/o Ivrea Pharmaceuticals, Inc., 216 Ric Check Box(es) that Apply:	Promoter (Number and S	incy, MA 02169 ■ Beneficial Owner Street, City, State, Zip Co	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
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Check Box(es) that Apply: Full Name (Last name first, if individual) Kobos, Michael Business or Residence Address c/o Ivrea Pharmaceuticals, Inc., 216 Ric Check Box(es) that Apply: Full Name (Last name first, if individual) Business or Residence Address Check Box(es) that Apply:	(Number and	incy, MA 02169 Beneficial Owner Street, City, State, Zip Co incy, MA 02169 Beneficial Owner Street, City, State, Zip Co	de) Executive Officer Executive Officer	□ Director	. General and/or Managing Partner		
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Check Box(es) that Apply: Full Name (Last name first, if individual) Kobos, Michael Business or Residence Address c/o Ivrea Pharmaceuticals, Inc., 216 Ric Check Box(es) that Apply: Full Name (Last name first, if individual) Business or Residence Address Check Box(es) that Apply: Full Name (Last name first, if individual) Business or Residence Address	(Number and Striuti Drive, Qu Promoter (Number and Striuti Drive, Qu Promoter (Number and	incy, MA 02169 Beneficial Owner Street, City, State, Zip Colincy, MA 02169 Beneficial Owner Street, City, State, Zip Coloner Beneficial Owner	de) Executive Officer Executive Officer Executive Officer	□ Director	☐ General and/or Managing Partner ☐ General and/or Managing Partner		

(Number and Street, City, State, Zip Code)

Business or Residence Address

A. BASIC IDENTIFICATION DATA

	B. INFORMATION ABOUT OFFERING					
1.	Yes	No				
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filling under ULQE.					
2.	\$ <u>n/a</u>					
		Yes	No			
3.	Does the offering permit joint ownership of a single unit?		ū			
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.					
Full Non	Name (Last name first, if individual)					
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)					
Nam	e of Associated Broker or Dealer					
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	All States				
_[/	· ·	_ (HI)	_ [ID]			
_ [1	L] [[N] [LA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK]	_ [MS] _ [OR]	_ [MO] _ [PA]			
_ []	[XI] =	_ [WY]	_ [PR]			
Full	name (Last name first, if individual)					
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)					
Nam	e of Associated Broker or Dealer					
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers					
	(Check "All States" or check individual States)	All States				
_[/	AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA]	_ [HI]	_ [ID]			
	MT]	_ [MS] _ [OR]	_ [MO] _ [PA]			
_ []		_ [WY]	_ [PR] ——			
Full	Name (Last name first, if individual)					
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)					
Nam	e of Associated Broker or Dealer					
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers	<u></u>	_			
	(Check "All States" or check individual States)	All States				
_[/	L] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA]	_ [HI]	_ [ID]			
_ []	MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [MS] _ [OR]	_ [MO] _ [PA]			
_ [1	RI) $\begin{bmatrix} SC \end{bmatrix} \begin{bmatrix} SD \end{bmatrix} \begin{bmatrix} TN \end{bmatrix} \begin{bmatrix} T$	_ [WY]	_ [PR]			

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	s	s
	Equity	S	s
	□ Common □ Preferred		
	Convertible Securities (including warrants)	\$_2,500,000	\$ 1,250,000
	Partnership Interests	S	s
	Other (Specify Warrants)	\$0	\$ 0
	Total	\$ 2,500,000	\$ 1,250,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	<u> </u>	\$ <u>1,250,000</u>
	Non-accredited Investors		s
	Total (for filings under Rule 504 only)		s
	Answer also in Appendix, Column 4, if filing under ULOE		J
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Type of Security	Dollar Amount Sold
	Type of offering Rule 505		s
	Regulation A		S
	Rule 504		•
	Total		•
	1 otal		s
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	o	s
	Printing and Engraving Costs	0	s
	Legal Fees	•	\$ 20,000
	Accounting Fees	o	s
	Engineering Fees		s
	Sales Commissions (specify finders' fees separately)	0	s
	Other Expenses (identify)	0	s
	Total		\$ 20,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	b. Enter the difference between the aggregate of and total expenses furnished in response to Paradjusted gross proceeds to the issuer."	rt C - Question 4.a. This difference is the			S ,	2,480,000
5.	Indicate below the amount of the adjusted gross for each of the purposes shown. If the amount and check the box to the loft of the estimate. I'll adjusted gross proceeds to the issuer set forth in	for any purpose is not known, furnish an est so total of the payments listed must equal th	timate			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	0	s	п	\$
	Purchase of real estate		٥	s		\$
	Purchase, rental or leasing and installation of m	achinery and equipment	0	· s	u ·	s
	Construction or leasing of plant buildings and f	acilities	В	\$	O	s
	Acquisition of other business (including the val					
	that may be used in exchange for the assets or s merger)	•	D	S	•	s
	Repayment of indebtedness			\$	•	\$
	Working capital		п	\$		\$ 2,480,000
	Other (specify):		0	\$	a	S
		MANUAL PROPERTY OF THE PARTY OF	٥	s	0	\$
	Column Totals		F	\$	•	5 2,480,000
	Total Payments Listed (column totals added)			s_2 ,	180,000	
		D. FEDERAL SIGNATU	RE			
		······································				
an u	issuer has duly caused this notice to be signed by indertaking by the issuer to furnish to the U.S. Sereccedited investor pursuant to paragraph (b)(2) or secredited investor pursuant to paragraph (b)(b)(b) or secredited investor pursuant to paragraph (b)(b)(c) or secredited investor pursuant to paragraph (b)(c) or secredited investor pursuant to paragra	turities and Exchange Commission, upon w	f this natice witten reque	is filed under Rule 505, the f st of its staff, the information	ollowing : furnished	signature constitutes I by the issuer to any
Issu	cr (Print or Type)	Signature	1	Date		
Ivre	n Pharmscenticals, Inc.	Dawyy. Com	<u></u>	April 26, 2008		
Nan	ne of Signer (Print or Type)	Title of Signer (Print or Type)				
Dan	iel S. Lynch	President and Chief Executive Office	г			
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ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

